

United States Bankruptcy Court
Northern District of Texas

In re American Housing Foundation

Debtor(s)

Case No. 09-20232
Chapter 11

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$153,455.00	Debtor's gross income from Asset Management Fees in 2007
\$121,002.00	Debtor's gross income from Asset Management Fees in 2008
\$202,493.00	Debtor's gross income from Property Management Fees in 2007
\$634,449.00	Debtor's gross income from Property Management Fees in 2008
\$21,071.00	Debtor's gross income from Interest Income in 2007
\$2,741.00	Debtor's gross income from Interest Income in 2008
\$-1,634.00	Debtor's gross income from Rental Income in 2007
\$33,431.00	Debtor's gross income from Rental Income in 2008
\$155,508.00	Debtor's gross income from Resident Service Grant in 2007

AMOUNT	SOURCE
\$0.00	Debtor's gross income from Resident Service Grant in 2008

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Administaff 19001 Crescent Springs Dr. Kingwood, TX 77339	02/04/09; 02/20/09; 03/19/09	\$458,485.88	\$0.00
Akard Plaza 3219 McKinney Avenue Dallas, TX 75204	02/13/09; 03/13/09	\$54,110.86	\$0.00
American Express P.O. Box 650448 Dallas, TX 75265-0448	02/05/09	\$7,469.91	\$115,330.86
AT & T P.O. Box 5001 Carol Stream, IL 60197	02/05/2009	\$7,182.43	\$5,698.82
Concierge American Housing 6919 Portwest Dr., #160 Houston, TX 77024	03/05/2009	\$35,000.00	\$0.00
Gary Graham 5124 Olsen Circle Amarillo, TX 79109	02/05/09; 03/01/09	\$45,266.00	\$0.00
Graham Mortgage Corporation 3838 Oak Lawn Ave., #1500 Dallas, TX 75219	01/27/09; 02/27/09	\$15,000.00	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Greystone Servicing Group 152 West 57th St., 60th Floor New York, NY 10019	02/09/09	\$44,722.00	\$0.00
Herring Bank 2201 Civic Circle Amarillo, TX 79109	02/18/09	\$9,042.12	\$6,211,958.99
JSW Properties	01/29/09; 02/27/09	\$19,388.00	\$87,246.00
Mid-Continent CDC 1800 S. Washington, Ste. 206 Amarillo, TX 79102	03/17/09; 04/15/09	\$341,432.58	\$1,115,715.40
Principal Payment	01/30/2009	\$300,000.00	\$0.00
Special Enforcement Bureau 350 Oaks Trail #124 Garland, TX 75043	03/10/09	\$23,688.00	\$0.00
Suzanne Wendt 1673 E. Park Avenue Gilbert, AZ 85234	01/01/09; 02/05/09	\$3,505.86	\$3,813.51
TAHP 814 San Jacinto, Suite 408 Austin, TX 78701	03/15/09	\$25,000.00	\$0.00
Timothy Pletta 315 Pinyon Lane Coppell, TX 75019	03/16/2009	\$9,577.74	\$0.00
Votex Surveying Company 4548 Tuscany Drive Plano, TX 75093	03/01/09	\$7,894.20	\$0.00
Walden Affordable Group 2364 Highway 287 N., Ste. 103 Mansfield, TX 76063	02/02/09; 02/05/09; 02/10/09; 02/27/09	\$184,497.00	\$0.00
Wal-Mart 3700 E. I-40 Amarillo, TX 79103	03/13/09	\$16,530.00	\$0.00

None c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
AHF Development Ltd. 1800 S. Washington, Ste. 311 Amarillo, TX 79102 Affiliated Company	05/15/08 - 03/20/09	\$5,628,125.00	\$16,080,449.00
AHF Management, LLC 1800 S. Washington, Ste. 311 Amarillo, TX 79102 Affiliated Company	04/28/09 - 03/10/09	\$2,300,207.97	\$47,000.00
Alvin Johnson 2607 Wolfin Ave., #195 Amarillo, TX 79109 Director	11/19/08 - 12/15/08	\$1,150.13	\$158.89

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
American Express P.O. Box 650448 Dallas, TX 75265-0448 Paid on behalf of CEO	04/28/08 - 02/05/09	\$237,650.19	\$115,330.86
Claire Palmer 2224 Clearspring Dr. Irving, TX 75063 General Counsel	04/28/2008	\$622.99	\$244.71
Gene Morrison 2224 Clearspring Dr. Irving, TX 75063 Employee	10/23/2008 - 02/15/2009	\$12,664.82	\$1,354.79
Glenda David 2700 W. 16th Ave., Apt. #129 Amarillo, TX 79102 Secretary	05/12/08 - 02/27/09	\$1,170.14	\$70.02
Joane Cruz-Perez 5801 S. Bonham St. Amarillo, TX 79118 Employee	06/04/2008 - 03/16/2009	\$26,814.63	\$0.00
Pamela McDonald 3605 S. Milam St. Amarillo, TX 79109 Officer	06/04/2008 - 11/19/2008	\$1,669.61	\$0.00
Michelle Abdoo 12809 Margit Dr. Austin, TX 78729 Treasurer / Controller	09/10/2008	\$500.00	\$87.14
Jeff Richards 6403 Hurst Street Amarillo, TX 79109 CFO	04/28/2008 - 10/10/2008	\$1,049.87	\$0.00
Rick Crawford 38 St. Andrews Dr. Amarillo, TX 79124 Interim President	05/12/2008 - 03/01/2009	\$11,772.91	\$0.00
Rupert Barron Insider	11/20/2008 - 12/15/2008	\$3,044.01	\$545,000.00
Steve Sterquell II 3223 Crockett Street Amarillo, TX 79109 President	10/10/08 - 05/28/2009	\$473.40	\$0.00
Steve W. Sterquell 3223 Crockett Street Amarillo, TX 79109 CEO	06/19/2008 - 02/06/2009	\$177,256.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
American Housing Foundation and College Station Southgate Village, Ltd. vs. Brazos County Appraisal District Case No.: 806-002010-CV-361	Judicial Review of 2004, 2005 & 2006 Tax Exemptions		Summary Judgment granted to Brazos County Appraisal District
American Housing Foundation et al vs. McLennan County Appraisal District Cause No.: 2005-2197-1	Judicial Review of McLennan County Appraisal District's denial of 2005 & 2006 tax exemption	In the 19th District Court, McLennan County, Texas	Judgment was awarded to American Housing Foundation on 10/17/2008. Defendant filed an appeal which is pending
American Housing Foudation et al vs. Travis County Appraisal District Cause No.: GN300987	Suit seeking tax exemption for 2002, 2003 and subsequent tax years	In the 353rd District Court, Travis County, Texas	Judgment wsa awarded to Travis County Appraisal Distict on 08/12/2008. American Housing Foundation filed an appeal which is pending
TRO Captain's Lending, LP and American Housing Foundation vs. The Galveston Central Appraisal District, Appellate District Cause No.: 01-05-00496-CV	Suit Seeking tax exemption for year of 2003	In the Court of Appeals First District, Houston, Texas	Summary Judgment in favor of Galveston Central Appraisal District. American Housing Foundation filed an appeal which is pending.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Brandywood Housing Ltd. and American Housing Foundation vs. Harris County Appraisal District Cause No.: 2003-69254-A	Suit seeking judicial review of Harris County Appraisal District's denial of 2002 & 2003 tax exemption applications	In the 190th District Court, Harris County, Texas	Summary Judgment awarded to Harris County Appraisal District. American Housing Foundation filed an appeal which was denied 03/19/2009
American Housing Foundation et al vs. McLennan County Appraisal District Cause No.: 06-002010-CV361	Suit seeking judicial review of Brazos County Appraisal District's denial of 2004, 2005 & 2006 tax exemption applications	In the 127th District Court, Harris County, Texas	Summary Judgment was granted to Brazos County Appraisal District on 09/29/2008
Brandywood Housing Ltd. and American Housing Foundation vs. Harris County Appraisal District Cause No.: 2006-79105	Suit seeking judicial review of Harris County Appraisal District's denial of 2004 & 2005 tax exemption applications	In the 127th District Court, Harris County, Texas	Summary Judgment awarded to Harris County Appraisal District. American Housing Foundation filed an appeal which is pending.
American Housing Foundation et al vs. McLennan County Appraisal District Cause No.: 2008-3270-4	Suit seeking judicial review of McLeanna County Appraisal District's denial of 2007 & 2008 tax exemption.	In the 170th District Court, McLennan County, Texas	Pending

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
<input checked="" type="checkbox"/> None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Opportunity School 1100 S. Harrison Amarillo, TX 79101	NONE	02/05/2009	Monetary gift in the amount of \$300.00
Richland Middle School 7400 Hovenkamp Richland Hills, TX 76118	NONE	08/11/2008	Monetary gift in the amount of \$500.00

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Robert Yaquinto, Jr. Sherman & Yaquinto, LLP 509 N. Montclair Avenue Dallas, TX 75208-5498	prior to bankruptcy	\$50,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED

None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

LAST FOUR DIGITS OF
SOCIAL-SECURITY OR
OTHER INDIVIDUAL
TAXPAYER-I.D. NO.
NAME (ITIN)/ COMPLETE EIN

ADDRESS

BEGINNING AND
ENDING DATES

NATURE OF BUSINESS

**See Exhibit A to
Schedule B-14**

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

See Exhibit A to Schedule B-14

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS DATES SERVICES RENDERED
Jack Traeger 2004 - 2009
3209 Centenary Avenue
Dallas, TX 75225

Michelle Abdoo 2004 - 2010
12809 Margit Dr.
Austin, TX 78729

Steve W. Sterquell, Deceased 1989 - 2009

Lauri Fisher 2001 - 2008
1580 N. 200 E.
Apt. 334
Logan, UT 84341

None b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Brown Graham & Co	9005 Mountain Rdge Dr.,#240 Austin, TX 78759	1994 - 2009
Sterquell Hill & Goelzer, LP	6601 I-40 W Building Ste. 3 Amarillo, TX 79106	1989 - 2009
Steve W. Sterquell, Deceased		
Jack Traeger	3209 Centenary Ave Dallas, TX 75225	2004 - 2010

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Brown Graham & Co., PC	9005 Mountain Ridge Dr., #240 Austin, TX 78759
Michelle Abdo	12809 Margit Dr. Austin, TX 78729
Steve W. Sterquell, Deceased	
Jack Traeger	3209 Centenary Ave. Dallas, TX 75225

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Wells Fargo Bank, NA 2000 S. Washington St. Amarillo, TX 79109	
Texas Capital Bank, NA 2000 McKinney Ave., Ste. 700 Dallas, TX 75201	
Rainer Capital Management 13760 Noel Rd., Ste. 800 Dallas, TX 75240	
Citigroup, NA	
Freddie Mac 8200 Jones Branch Dr. Mc Lean, VA 22102-3110	
Fannie Mae 8200 Jones Branch Dr. Mc Lean, VA 22102-3110	
Happy State Bank & Trust Company 2531 Paramount Amarillo, TX 79109	
Herring Bank, NA 1001 S. Harrison St. Amarillo, TX 79109	
Real Page Software 4000 International Parkway Carrollton, TX 75007-1913	

NAME AND ADDRESS DATE ISSUED

Key Equipment Finance
1000 South McCaslin Blvd.
Superior, CO 80027

JP Morgan Chase

Tigris Vendor Finance
Dept. 1608
Denver, CO 80291

Greystone & Co., Inc
152 W. 57th St., Fl. 60
New York, NY 10019-3310

Lockton Insurance Group
444 W. 47th St., Ste. 900
Kansas City, MO 64112

W & K Akard Plaza
1101 S. Akard St.
Dallas, TX 75215

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Rick Crawford 32 St. Andrews Amarillo, TX 79124	President	n/a
Michelle Abdoo 12809 Margit Dr. Austin, TX 78729	Treasurer	n/a
Glenda David 2700 W. 16th Amarillo, TX 79102	Secretary	n/a
Jack Traeger 3209 Centenary Ave Dallas, TX 75225	Vice President	n/s

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.		
NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Steve Sterquell 3223 Crockett St. Amarillo, TX 79109	CEO	04/02/2009
Betty Sterquell 3223 Crockett St. Amarillo, TX 79109	Director	04/02/2009
Jeff Richards 6403 Hurst St. Amarillo, TX 79109	CFO	04/02/2009
Steve Sterquell, II 3223 Crockett St. Amarillo, TX 79109	President	05/02/2009
Pamela McDonald 3605 S. Milam St. Amarillo, TX 79109	Officer	05/02/2009
Scott Rice P.O. Box 32 Pecos, NM 87552	Director	04/02/2009
Randy Sharp 314 S. Jefferson St. Amarillo, TX 79101	Director	04/02/2009
Maria Zambrano	Director	10/01/2008

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Rick Crawford 38 Saint Andrews Drive Amarillo, TX 79124 Interim President	Annual wages	\$170,000.00
Claire Palmer 2224 Clearspring Dr Irving, TX 75063 General Counsel	Annual Wages	\$130,000.00
Michelle Abduo 12809 Margit Drive Austin, TX 78729 Treasurer / Controller	Annual Wages	\$72,000.00

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Glenda David 2700 W. 16th Ave., Apt. 129 Amarillo, TX 79102 Secretary	Annual wages	\$89,000.00
Alvin Johnson 2607 Wolfin Ave #195 Amarillo, TX 79109 Director	Annual wages	\$60,000.00
James Fletcher 3415 Tripp Avenue Amarillo, TX 79121 Chairman	Annual wages	\$36,000.00
Larry Bunn 2603 S. Travis St. Amarillo, TX 79109 Insider	Annual wages	\$120,000.00
Steve Sterquell 3223 Crockett St. Amarillo, TX 79109 CEO	Annual Wages	\$252,000.00
Jack Traeger 3209 Centenary Avenue Dallas, TX 75225 Vice President	Annual wages	\$160,000.00
Jeff Richards 6403 Hurst St. Amarillo, TX 79109 CFO	Annual Wages	\$160,000.00
Steve Sterquell, II 3223 Crockett St. Amarillo, TX 79109 President	Annual wages	\$120,000.00
Jeffrey Carpenter 7246 Mimosa Lane Dallas, TX 75230 Officer	Annual wages	\$259,000.00
Pam McDonald 3605 S. Milam Street Amarillo, TX 79109 Officer	Annual wages	\$102,000.00

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date November 24, 2010

Signature /s/ Walter O'Cheskey
Walter O'Cheskey
Chapter 11 Trustee

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

American Housing Foundation Schedule B

Desc

Exhibit A - Interests in Partnerships (Item 14)

Desc

AHF AHF

Exhibit A - Interests in Partnerships (Item 14)

Desc

AHF AHF

American Housing Foundation

Case Number: 09-20232

Exhibit A - Interests in Partnerships (Item 14)

Desc
Schedule B

EIN Number	Involve&ent	HUD	100%	AHF AHF GP	AHF AHF GP or Entity	AHF AHF GP	Other LIHTC LIHTC Part.	Development LIHTC LIHTC Part.	Not Partnership Partnership	Active Not Dissolved	2009	Valuation
38 Park View Village, LP		7-2695268				X	X	X				
39 Plum Creek Partners		48-1267550				X	X	X				
40 Residences at Shadow Hills, Ltd		7-2673219				X	X	X				
41 Rosemeade Apartment Development Company, Ltd		48-1267657				X	X	X				
42 Druid Hills, LLC		26-1 944515	X	X	X	X						
43 Kalmar, LLC		26-1 947993	X	X	X	X						
44 Swift Creek, LLC		26-1 947944	X	X	X	X						
45 Sea Greens Housing Cooperative		7-2744279				X	X	X				
46 Sea Greens Partnership, Ltd		7-4-271582				X	X	X				
47 Senior Care Foundation, LLC		20-3599214				X						
48 Residential at Gray Ranch, LLC		26-2802911	X	X	X							
49 Georges Health Services, LLC		7-2829533				X						
50 Sunbeam Village of Plainview, Ltd		7-2815563				X	X	X				
51 Triniti Development Corporation		7-2803907				X	X	X				
52 DEB, LLC		20-0282137				X	X					
53 Quailwood, LLC		26-1 945019	X	X	X					X	X	
54 Nico Parkside Village, Ltd		7-5-2835935	X			X	X	X				
55 Metro Robinson Garden, Ltd		7-5-2835938	X			X	X	X				
56 Westaff BCAHF-AHF, LLC		20-0467934				X	X					
57 Crosswood Apartments, Inc.		7-5-1178704				X				X		
58 HEDP, LLC		20-0282065				X	X					
59 Wichita Highland Oaks, Ltd		20-5501849				X				X	X	
60 WHIRKE, LTD		20-3813063				X	X	X				
61 TROB LTD		20-4382246				X				X		
62 Main Tower, LLC		26-1 945176	X	X	X					X	X	